

Response Deadline: October 14, 2011 at 4:00 p.m. (Eastern Time)
Hearing Date and Time: November 4, 2011 at 10:00 a.m. (Eastern Time)

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Counsel for International Finance Corporation

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
LEHMAN BROTHERS HOLDINGS, INC., *et al.* : Case No. 08-13555 (JMP)
:
Debtors. : (Jointly Administered)
:
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**MOTION OF INTERNATIONAL FINANCE CORPORATION
PURSUANT TO RULE 3018(a) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR TEMPORARY ALLOWANCE OF
CLAIMS FOR VOTING PURPOSES**

International Finance Corporation (“**IFC**”), by and through its undersigned counsel, hereby submits this motion (the “**Motion**”) for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing the IFC Claims (as defined below) for the purpose of voting to accept or reject the Plan (as defined below), and in support thereof respectfully states as follows:

FACTUAL BACKGROUND

1. On February 11, 1999, IFC and Lehman Brothers Special Financing, Inc. (“**LBSF**”) entered into a 1992 ISDA Master Agreement (as

amended, modified or supplemented from time to time, together with all schedules, exhibits and annexes thereto) (the “**Master Agreement**”). On February 11, 1999, IFC and Lehman Brothers Holdings, Inc. (“**LBHI**”) entered into a guarantee agreement (the “**Guarantee**”), under which LBHI unconditionally and irrevocably guaranteed to IFC the obligations of LBSF under the Master Agreement.

2. Commencing on September 15, 2008, and periodically thereafter, LBHI, and certain of its subsidiaries, including LBSF (collectively, the “**Debtors**”), commenced with this Court voluntary cases under Chapter 11 of Title 11 of the Bankruptcy Code. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

3. On September 21, 2009, pursuant to the Bar Date Order, IFC filed (i) a proof of claim against LBSF (Claim No. 21858) seeking recovery under the Master Agreement in the amount of \$3,343,311 (the “**LBSF Claim**”) and (ii) a proof of claim against LBHI (Claim No. 21863) seeking recovery under the Guarantee in the amount of \$3,343,311 (the “**LBHI Claim**,” together with the LBSF Proof of Claim, the “**IFC Claims**”). Both proofs of claim were accompanied by an addendum asserting certain additional claims for damages, fees, costs and/or expenses incurred by IFC in connection with the relevant debtor’s failure to perform its obligations under the relevant agreement.

4. On April 18, 2011, the Debtors filed their *One Hundred Twenty-Ninth Omnibus Objection to Claims* (the “**Objection**”). The Objection seeks to

disallow and expunge the IFC Claims on the basis of the Debtors' determination that, "based on the fair, accurate, and reasonable values of the [Master Agreement] and the netting provisions thereunder, the Debtors do not owe any amounts" to IFC, and may in fact be owed amounts by IFC. (Objection ¶ 2.)

5. On May 26, 2011, IFC timely filed a response to the Objection (the "**Response**"), arguing (a) that IFC has proved the validity of its claims; (b) that the Debtors have produced no evidence in support of their Objection, and had not—contrary to their assertions—entered into negotiations with IFC to resolve any potential differences prior to filing the Objection; and (c) that the Debtors' proposed approach—to dissolve and expunge claims upfront, with the mere possibility of alternative dispute resolution procedures at some future point—would be prejudicial to IFC and to other claimants similarly situated. IFC also stressed that it would be willing to enter negotiations with the Debtors and to review and substantively respond to any documentation and analysis provided by the Debtors.

6. Prior to filing the Response, IFC corresponded with the Debtors, who indicated that they were agreeable to entering into negotiations with IFC and would, accordingly, adjourn the hearing on the Objection with respect to the IFC claims (the "**Hearing**"), pending such negotiations. On June 3, 2011, the Court entered an order adjourning the Hearing until June 30, 2011.

7. The Hearing has since been adjourned by the Debtors a further four times. It is currently scheduled for October 27, 2011. Since the initial adjournment on June 3, 2011, IFC has repeatedly inquired about the status of the

Debtors' plans to enter into negotiations with IFC and requested documentation and analysis as a precursor thereto. The Debtors have repeatedly adjourned the Hearing, but no documentation or analysis has been forthcoming. This has prevented IFC from reaching a resolution as to its claims. With the Objection outstanding, IFC would be denied the right to vote its claims.

8. On September 1, 2011, the Debtors filed their *Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors* (the “**Plan**”) and related *Disclosure Statement For Third Amended Joint Chapter 11 Plan* (amended on September 15, 2011) (the “**Disclosure Statement**”). On September 1, 2011, the Court entered an amended order approving the Disclosure Statement (the “**Solicitation Order**”). Pursuant to the Solicitation Order, “[i]f the Debtors have filed an objection to a claim . . . such claim is temporarily disallowed for voting purposes, except as otherwise ordered by the Court.” (Solicitation Order 9.) A claimant who wishes to challenge the disallowance of a claim for voting purposes may file a motion requesting temporary allowance of its claim for voting purposes. (*Id.*)

RELIEF REQUESTED

9. IFC seeks entry of an order temporarily allowing the LBSF Claim in the amount of \$3,343,311, and temporarily allowing the LBHI Claim in the amount of \$3,343,311; solely for the purpose of voting to accept or reject the Plan.¹

¹ IFC reserves all of its rights with respect to the merits of the IFC Claims, including the right to be heard with respect to the Objection.

ARGUMENT

10. Pursuant to Bankruptcy Rule 3018(a), the Court may, “after notice and hearing,” “temporarily allow [a claim] in an amount which the court deems proper for the purpose of accepting or rejecting a [Chapter 11] plan.” Fed. R. Bankr. P. 3018(a). The determination as to whether such an allowance ought to be ordered is “committed to the sound discretion” of the Court. *Pension Benefit Guar. Corp. v. Enron Corp.*, 04 Civ. 5499 (HB), 2004 U.S. Dist. LEXIS 21810 (S.D.N.Y. Nov. 1, 2004). The Court should, in exercising this discretion, be guided by the “spirit” of the Bankruptcy Code, “which encourages creditor vote and participation in the reorganization process.” *In re Amarex Inc.*, 61 B.R. 301, 303 (Bankr W. D. Okla. 1985).

11. It would run manifestly contrary to the spirit of the Bankruptcy Code—and, indeed, to common sense—to deprive IFC of its right to vote on the Plan. IFC responded to the Objection more than five months ago. At that time, the Debtors indicated a willingness to enter into negotiations with IFC in an effort to resolve potential differences and, accordingly, adjourned the Hearing. Since then, however, the Debtors have failed to take any steps to initiate such negotiations, including failing to provide IFC with any documentation or analysis that might explain or support their position. Indeed, all communications between the Debtors and IFC with respect to the IFC Claims have been initiated by IFC, which has repeatedly contacted the Debtors to inquire about the status of the Objection and to request such documentation and analysis. On each occasion, the Debtors have simply responded by adjourning the Hearing to a later date.

12. IFC has done all within its power to make progress with respect to the Objection. IFC understands that it is but one of many creditors in these cases and that there are numerous constraints on the Debtors and their advisors. IFC, however, asks that its right to vote not be prejudiced by delay. It should not be disenfranchised because the Debtors have failed to honor their earlier assurances that they would commence negotiations with IFC. As it stated in its Response, IFC remains open to negotiations with the Debtors and to reviewing and substantively responding to any documentation and analysis provided by the Debtors, should it be forthcoming.

CONCLUSION

13. For the reasons stated herein, IFC respectfully requests entry of an order substantially in the form attached hereto (i) temporarily allowing the LBSF Claim in the amount of \$3,343,311 and the LBHI Claim in the amount of \$3,343,311; and (ii) granting such other and further relief as is just and appropriate.

Dated: New York, New York
October 5, 2011

Davis Polk & Wardwell LLP

By: s/ James I. McClammy

Dennis E. Glazer

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In re : Chapter 11
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LEHMAN BROTHERS HOLDINGS, INC., *et al.* : Case No. 08-13555 (JMP)
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Debtors. : (Jointly Administered)
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**ORDER GRANTING MOTION OF INTERNATIONAL FINANCE
CORPORATION PURSUANT TO RULE 3018(a) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE FOR TEMPORARY
ALLOWANCE OF CLAIMS FOR VOTING PURPOSES**

Upon the Motion¹ of International Finance Corporation for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing the IFC Claims for the purpose of voting to accept or reject the Plan; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The LBSF Claim (Claim No. 21858) shall be and hereby is temporarily allowed in the amount of \$3,343,311, for the purpose of voting to accept or reject the Plan.

¹ All capitalized terms shall have the meanings ascribed to them in the Motion of International Finance Corporation Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of Claims for Voting Purposes.

3. The LBHI Claim (Claim No. 21863) shall be and hereby is temporarily allowed in the amount of \$3,343,311, for the purpose of voting to accept or reject the Plan.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
November __, 2011

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Response Deadline: October 14, 2011 at 4:00 p.m. (Eastern Time)
Hearing Date and Time: November 4, 2011 at 10:00 a.m. (Eastern Time)

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Debtors. : (Jointly Administered)
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**NOTICE OF MOTION OF INTERNATIONAL FINANCE
CORPORATION PURSUANT TO RULE 3018(a) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE FOR TEMPORARY
ALLOWANCE OF CLAIMS FOR VOTING PURPOSES**

PLEASE TAKE NOTICE that upon the Motion of International Finance Corporation (the “**Moving Party**”) for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing the IFC Claims for the purpose of voting to accept or reject the Plan, dated October __, 2011 (the “**Motion**”),¹ the Moving Party shall move this Court for an order

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

temporarily allowing the IFC Claims solely for the purpose of voting to accept or reject the Plan.

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed and served in accordance with the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, in each case so as to be received by the Notice Parties (with a copy to the chambers of the Honorable James M. Peck, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004, Courtroom 601) no later than October 14, 2011 at 4:00 p.m.

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the Motion, the relief requested in the Motion may be granted without a hearing.

Dated: New York, New York
October 5, 2011

Davis Polk & Wardwell LLP

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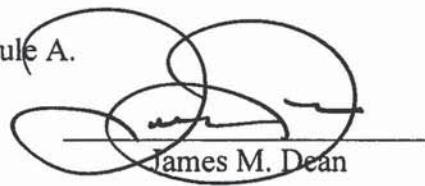
CERTIFICATE OF SERVICE

I, James M. Dean, hereby certify that, on this day, October 5, 2011, I personally caused true and correct copies of the affixed (a) Motion of International Finance Corporation Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of Claims for Voting Purposes, (b) Notice, and (c) Proposed Order to be sent:

(A) By Federal Express, next day delivery, to:

- (i) the Chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601;
- (ii) attorneys for the Debtors, Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemon, Esq. and Lee J. Goldberg, Esq.);
- (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq., and Andrea Schwartz, Esq.); and
- (iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.);
- (v) Internal Revenue Service, Special Procedures Branch, 290 Broadway, New York, NY 10017 (Attn: District Director); and

(B) By electronic mail to the parties set forth on Schedule A.



James M. Dean

Schedule A

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